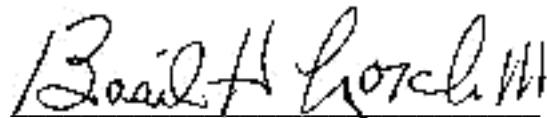


SO ORDERED: December 20, 2012.



Basil H. Lorch III
United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
NEW ALBANY DIVISION

IN RE:) Chapter 11
)
EASTERN LIVESTOCK CO., LLC,) Case No. 10-93904-BHL-11
)
Debtor.) Hon. Basil H. Lorch III

**ORDER GRANTING AMENDED THIRD INTERIM APPLICATION OF
FAEGRE BAKER DANIELS LLP FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES AS COUNSEL FOR JAMES A. KNAUER, CHAPTER 11 TRUSTEE**

This matter came before the Court on the *Amended Third Interim Application Of Faegre Baker Daniels LLP For Compensation And Reimbursement Of Expenses As Counsel For James A. Knauer, Chapter 11 Trustee* [Docket #1562] ("Application") filed by Faegre Baker Daniels LLP on November 26, 2012 and objections filed by (a) Bluegrass Stockyards, LLC, Bluegrass Stockyards of Campbellsville, LLC, Bluegrass Stockyards East, LLC, Bluegrass-Maysville Stockyards, LLC, Bluegrass Stockyards of Richmond, LLC, Bluegrass South Livestock Market, LLC, 1 Alton Darnell, East Tennessee Livestock Center, Inc., Moseley Cattle Auction, LLC, Piedmont Livestock Company, Inc., and Southeast Livestock Exchange, LLC [Docket #1614]

("Bluegrass Objection"); (b) U.S. Trustee [Docket #1618] ("U.S. Trustee Objection"); and (c) Alabama Livestock Auction, Inc.; Sealy And Sons Livestock, LLP; Athens Stockyard, LLC; CPC Livestock, LLC; Edwin A. Strickland; Strickland Farms; Ashville Stockyard, Inc.; Billingsley Auction Sale, Inc.; Carroll County Livestock Sales Barn, Inc.; Macon Stockyard, Inc.; Peoples Livestock Auction, Inc.; Robert Rawls d/b/a Robert Rawls Livestock; E4 Cattle Co., LLC; and Ed Edens [Docket #1621] ("Livestock Creditors' Objection" and together with the Bluegrass Objection and the U.S. Trustee Objection, the "Objections"), and the response of Faegre Baker Daniels LLP [Docket #1629] identifying that portion of its fees associated with the appeal. The Court, having reviewed the Application, the Objections and the arguments of counsel at a hearing held on December 17, 2012, and being otherwise sufficiently advised, now GRANTS the Application. Accordingly,

IT IS HEREBY ORDERED:

1. The Bluegrass Objection and Livestock Creditors' Objection are overruled in their entirety.
2. The U.S. Trustee Objection is granted.
3. The costs and fees associated with defending the appeal of this Court's August 31, 2012 order¹ shall not be included in the costs and fees charged to the estate by Faegre Baker Daniels LLP.
4. Faegre Baker Daniels LLP is allowed, and the Trustee is authorized to pay from the Trustee's operating account to Faegre Baker Daniels LLP, interim compensation for

¹ The *Order Overruling Renewed Objections To Employment Of Faegre Baker Daniels LLP* [Docket #1389].

attorneys' fees, as adjusted,² in the amount of \$2,592,916.50 plus reimbursement for out-of-pocket expenses incurred in the amount of \$64,997.52, plus \$299.98 outstanding from the prior periods, for the period September 1, 2011 through and including September 30, 2012.

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² Attorneys' fees requested in the amount of \$2,613,153.00, less \$20,236.50 disallowed by this Court relating to the appeal.